

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE TRICIDA STOCKHOLDER
DERIVATIVE LITIGATION

Master File No. 1:21-cv-00205-RGA

JOINT STIPULATION AND [PROPOSED] ORDER TO STAY

Plaintiffs Gary Ricks, Alec Goodman, and Emily Verica (“Plaintiffs”), derivatively on behalf of Tricida, Inc. (“Tricida” or the “Company”), and Defendants Robert J. Alpern, David Bonita, Sandra I. Coufal, David Hirsch, Kathryn Falberg, Gerrit Klaerner, Klaus R. Veitinger, and Geoffrey M. Parker (“Individual Defendants” and with Tricida, “Defendants”) (Defendants and Plaintiffs, the “Parties”) jointly submit this stipulation (“Stipulation”) to stay the above-captioned action (“Derivative Action”) pending final resolution of any motions to dismiss in the related securities class action now pending in the United States District Court for the Northern District of California. *See Pardi v. Tricida, Inc. et al.*, 5:21-cv-00076 (N.D. Cal.) (“Securities Class Action”).

WHEREAS, on June 2, 2021, the Court entered an order in the above-captioned consolidated derivative action (the “Consolidated Action”) to consolidate two related actions, *Ricks v. Alpern et al.*, 1:21-cv-00205-RGA (D. Del.) and *Goodman v. Klaerner et al.*, 1:21-cv-00510-RGA (D. Del.). (D.I. 8). Another related action, *Verica v. Veitinger et al.*, 1:21-cv-00759-RGA (D. Del.), was subsequently consolidated into the Consolidated Action. (D.I. 10).

WHEREAS, the claims made in the Derivative Action are based, in part, on the exposure of Tricida to potential liability for violation of the federal securities laws in the related Securities Class Action and the defendants in the Securities Class Action have filed and briefed a motion to dismiss that action;

WHEREAS, the Parties agree that the interests of justice, efficiency, judicial economy, and effective case management warrant a stay of the above-captioned Derivative Action pending final resolution of any motions to dismiss in the Securities Class Action so that events in this Derivative Action are scheduled by reference to events in the Securities Class Action;

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. All proceedings in the above-captioned Derivative Action and deadlines are hereby stayed pending final resolution of any motions to dismiss in the Securities Class Action (the “Decision”).

2. Within sixty (60) days of the Decision or a lifting of the stay for any reason, the Parties will submit to the Court an Amended Stipulation and [Proposed] Scheduling Order setting forth a schedule for Plaintiffs to file an Amended Consolidated Complaint.

3. Upon application for good cause shown, a party may seek an earlier termination of the stay, subject to the other parties’ right to contest such early termination, by (i) providing all parties with ten (10) days advance notice before (ii) making a request to the Court.

4. If any substantially similar stockholder derivative action is filed against Defendants and not stayed within sixty (60) days of being filed, it will be deemed good cause for an earlier termination of the stay for which advance notice will not be required and Defendants will not oppose.

5. If, during the stay, the Company produces materials in response to a stockholder’s “books and records” demand pursuant to Section 220 of the Delaware General Corporation Law, 8 *Del. C.* § 220, that relate to the allegations made in this Derivative Action or produces materials in any other related derivative action, the Company shall promptly thereafter provide the same

materials to Plaintiffs, subject to the execution of a confidentiality agreement governing the use and disclosure of these materials.

6. The Parties agree that during the pendency of this stay, Defendants shall include Plaintiffs in any mediation with the plaintiffs in the Securities Class Action and shall include Plaintiffs in any mediation with any purported plaintiff in any related derivative lawsuit or threatened derivative lawsuits. If any other party objects to including Plaintiffs in any mediation, then Defendants agree to separately mediate with Plaintiffs at or about the same time.

7. The Parties agree that notwithstanding this stay of this Derivative Action, Plaintiffs may file an amended complaint, though Defendants shall be under no obligation to respond to it unless any of the events contemplated by paragraph Nos. 2, 3, or 4 above have occurred. In that event, the Parties shall meet and confer to set a schedule to govern Defendants' response to any such amended complaint.

8. This stay of proceedings shall not prejudice either Party, and each Party reserves all applicable rights, arguments, and defenses in connection with this Derivative Action.

9. In the event that Defendants agree to terms or conditions in connection with any stipulation, agreement, or motion to stay a related derivative action that are more favorable to the plaintiff(s) therein, Defendants agree, upon Plaintiffs' request, to file an amendment to this Stipulation incorporating those more favorable terms or conditions with the Court.

10. The Parties agree that, unless otherwise ordered by the Court, the terms of this Stipulation and Order shall apply to stockholder derivative actions later instituted in, or transferred to, this Court that involve similar or related claims, or that are otherwise deemed related to this Derivative Action. The Parties agree that when a stockholder derivative action that relates to this Derivative Action is hereinafter filed in this Court or transferred to this Court, Lead Counsel for

Plaintiffs shall serve and file an endorsed copy of this Stipulation and Order upon attorneys for plaintiff in the newly-filed or transferred action. The Parties agree that Lead Counsel for Plaintiffs shall also advise the attorneys for any plaintiff in any such newly-filed or transferred stockholder derivative action that those attorneys must serve a copy of this Stipulation and Order on any new defendant(s) and file proof of service of this Stipulation and Order with the Court. The Parties agree that any objections to consolidation or application of the other terms of this Stipulation and Order to the newly filed stockholder derivative case shall be filed with the Court promptly, with a copy served on Lead Counsel for Plaintiffs and counsel for Defendants. Unless otherwise ordered by the Court, the Parties agree that the terms of all orders, rulings, and decisions shall apply to all later related shareholder derivative actions instituted herein.

IT IS SO STIPULATED.

BIELLI & KLAUDER, LLC

By: /s/ Ryan M. Ernst

Ryan M. Ernst (#4788)
1204 N. King Street
Wilmington, DE 19801
Telephone: (302) 321-5411
Email: rernst@bk-legal.com

*Liaison Counsel for Plaintiffs
in the Consolidated Action*

MORRIS NICHOLS ARSHT &
TUNNELL LLP

By: /s/ John P. DiTomo

John P. DiTomo (#4850)
Miranda N. Gilbert (#6662)
1201 North Market Street
Wilmington, DE 19801
Telephone: (302) 321-5411
Email: jditomo@morrisnichols.com
Email: mgilbert@morrisnichols.com

*Attorneys for Defendants and
Nominal Defendant Tricida, Inc.*

OF COUNSEL:

GAINEY McKENNA & EGGLESTON

Thomas J. McKenna

Gregory M. Eggleston

501 Fifth Avenue, 19th Floor

New York, NY 10017

Telephone: (212) 983-1300

Facsimile: (212) 983-0383

Email: tjmckenna@gme-law.com

Email: geggleston@gme-law.com

*Lead Counsel for Plaintiffs
in the Consolidated Action*

OF COUNSEL:

SIDLEY AUSTIN LLP

Sara B. Brody

Matthew J. Dolan

555 California Street, Suite 2000

San Francisco, CA 94104

Telephone: (415) 772-1279

Email: sbrody@sidley.com

Email: mdolan@sidley.com

*Attorneys for Defendants and Nominal
Defendant Tricida, Inc.*

DATE: October 8, 2021

SO ORDERED this ____ day of _____ 2021.

J.